

**EXHIBIT B**  
**MASTER SERVICES AGREEMENT**

## MASTER SERVICES AGREEMENT

This **MASTER SERVICES AGREEMENT** (the "**Agreement**") is made and entered into as of January 29, 1998, by and between the Puerto Rico Consortium of Schools and Libraries ("**PRCSL**"), on behalf of schools and libraries who have or will elect to obtain services under this Agreement (the "**Schools and Libraries**"), and the Hispanic Information and Telecommunications Network, Inc. ("**HITN**"), a New York Non-Profit Corporation, and Distance Learning Services, Inc. ("**DLS**"), a Delaware Corporation (collectively referred as "**HITN/DLS**")

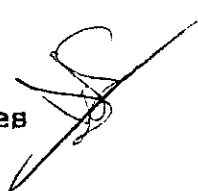
**WHEREAS**, PRCSL and the Schools and Libraries wish to enter into this Agreement for the purchase of telecommunications equipment and connectivity services from HITN/DLS.

**WHEREAS**, the services under this Agreement are being procured by PRCSL on behalf of its member schools and libraries and other schools and libraries who have or will agree to participate in the Consortium ("**Consortium**") established for the purpose of obtaining discounted bulk telecommunications equipment and connectivity services from HITN/DLS, including but not limited to, Internet and data connectivity, videoconferencing, video programming, and distance learning connectivity as listed in **Schedule A** ("**HITNET Services**" or the "**Services**").

**WHEREAS**, Universal Service Fund ("**USF**") refers to the Federal Communications Commission's Universal Service Fund Program which makes available discounts on telecommunications services and related equipment to schools and libraries, including many of the Services defined under this Agreement.

**NOW, THEREFORE**, in consideration of the premises hereof and the provisions contained herein and intending to be legally bound hereby, PRCSL, the Schools and Libraries, and HITN/DLS agree to the following Terms and Conditions:

1. PRCSL will use its best efforts to secure participation by all Puerto Rico schools and libraries in the Consortium and will not undertake to set up any other consortium to secure similar Services from a different service provider.

- 2 The equipment and the Services available for purchase by PRCSL and the Schools and Libraries are listed in Schedule A. HITN/DLS will make these services and equipment available for a term of five (5) years ("**Term**"), beginning on the date of execution of this Agreement, during which HITN/DLS will be the exclusive supplier of the Services.
- 3 In the event that USF competitive bidding requirements necessitate at any time during the Term of this Agreement it is subject to competitive bidding, PRCSL and the Schools and Libraries agree that if the Agreement does not result in the lowest price bid for Services similar to those provided for under this Agreement, HITN/DLS has a right of first refusal to offer a bid lower than the lowest price bid, which PRCSL and the Schools and Libraries agree they will accept.
- 4 Should a School or Library under this Agreement not qualify for USF funding in any year(s), the School or Library may elect to cancel the taking of Services under this Agreement for that year(s). PRCSL agrees it will make reasonable efforts to assist all participating Schools and Libraries in obtaining funding and to obtain such funding on behalf of the Consortium.
5. HITN/DLS will make reasonable efforts to assist PRCSL and the Schools and Libraries in the Consortium in applying for and obtaining Universal Service Fund discounts for the Services.
6. HITN/DLS may withdraw, without penalty, from the Terms and Conditions of this Agreement after June 30, 1998 in the event that 100 Schools and Libraries (each of which HITN/DLS finds to be technically feasible for receiving HITN/DLS Services based on the Site Survey as described in Schedule A) do not agree to join the Consortium and participate under this Agreement by that time. 
7. HITN/DLS makes no warranties of any kind, whether expressed or implied, for the Services it is providing. HITN/DLS also disclaims any warranty of merchantability or fitness for a particular purpose. HITN/DLS will not be responsible for any damages suffered by PRPAE or the Schools and Libraries. This includes loss of data resulting from delays, nondeliveries, misdeliveries or Service interruptions caused by PRCSL, the Schools and Libraries or HITN/DLS's negligence, errors or omissions, or due to inadvertent releases or

disclosures of information sent by PRCSL or the Schools and Libraries.

8. HITN/DLS's Services may only be used for lawful purposes. Unauthorized transmission or storage of information, data or material in violation of any Federal or state law or regulation is prohibited. This includes, but is not limited to: copyrighted material, material that is obscene or material protected by trade secret. In this respect, PRCSL and the Schools and Libraries agree to indemnify and hold harmless HITN/DLS from any liability for any injury, harm or damages (including payment of reasonable attorneys fees) caused to any person by use of the Services provided under this Agreement.
9. PRCSL and the Schools and Libraries agree that HITN/DLS network access is for network Services at PRCSL and the Schools premises only. Remote network access from PRCSL and the Schools and Libraries premises can be arranged and is permitted only with prior written approval from HITN/DLS.
10. Without HITN/DLS's prior written consent, PRCSL and the Schools and Libraries shall not either (i) assign, transfer, or otherwise dispose of this Agreement or any interest in this Agreement or the Service, or (ii) sublet the Service or permit it to be used by anyone other than PRCSL and the Schools and Libraries and their students, employees and patrons (in the case of a Library).
11. Notwithstanding Paragraph 5 above, after June 30, 1998, Services may be canceled by a participating School or Library prior to the completion of the Term by giving HITN/DLS 90 days prior written notice. If Services are canceled by a School or Library (the "Party Canceling") prior to the completion of Term, the Party Canceling shall remain obligated to pay HITN/DLS Monthly Recurring Fees as listed in Schedule A (i) through the completion of the Term, (ii) through the effective termination date requested by the Party Canceling, or (iii) through the completion of the 90 day period following HITN/DLS's receipt of written notice from the Party Canceling of its intent to terminate this Agreement, whichever is later. The Party Canceling shall be responsible for all Telephone Company or other Telecommunications Company pass-through fees necessary in the provision of the Services to the Party Canceling (i) through the effective termination date requested by the Party Canceling, or (ii) through the completion of the 90 day period



following HITN/DLS's receipt of written notice from the Party Canceling of its intent to terminate this Agreement, whichever is later. The Party Canceling shall be responsible for any penalties or retroactive billing fees incurred by HITN/DLS for services provided by Telephone Companies or other telecommunications companies caused by early termination of this Agreement.

12. Following completion of the Term, this Agreement will continue in effect on a month-to-month basis until such time as either party provides the other party with advance written notice of intent to terminate this Agreement. Such notice shall be provided at least 90 days prior to the effective termination date.
13. Payment is due upon receipt of invoice. Accounts are in default if payment is not received within 30 days after date of invoice. If payment is returned to HITN/DLS unpaid, PRCSL or the School or Library is immediately in default and subject to a returned check charge of \$30.00 from HITN/DLS. Accounts unpaid 60 days after date of invoice may have their service interrupted. Such interruption does not relieve PRCSL or the School or Library from the obligation to pay the monthly account charge. Only a written request to terminate Services relieves PRCSL or the School or Library from the obligation to pay subsequent monthly account charges subject to notice requirements contained in the Paragraph 11 of the Terms and Conditions. Accounts in default are subject to an interest charge of 1.5% per month or the legal maximum allowable rate in Puerto Rico, whichever is less. If PRCSL or the School or Library is in default, they agree to pay HITN/DLS its reasonable expenses, including attorney and collection agency fees incurred in enforcing its rights under these terms and conditions.
14. The nonrecurring and recurring fees for the Services and Equipment provided under this Agreement are contained in Schedule A.
15. At any time prior to the execution of this Agreement, HITN/DLS at its sole discretion and expense, reserves the right to have a credit check performed on PRCSL or any of the Schools or Libraries to determine financial status. Should HITN/DLS determine that the financial status of PRCSL or any of the Schools or Libraries does not comply with those requirements then in effect by HITN/DLS relative to the financial acceptability of a potential customer, HITN/DLS reserves the right to




terminate this Agreement immediately and it shall be as though this Agreement was never entered into by the parties.

16. This Agreement may be modified or changed only by written Amendment signed by both parties.
17. This Agreement shall be effective upon execution of the Agreement by PRCSL and HITN/DLS
18. This Agreement shall be governed and construed in accordance with the laws of the State of Maryland, but not including the choice of law rules thereof.
19. PRCSL and the Schools and Libraries hereby irrevocably consent to the Jurisdiction of the courts located in Montgomery County, Maryland, for any suit brought or action commenced in connection with this Agreement, and agrees not to contest venue or jurisdiction in any such courts.
20. All notices, requests, demands, and other communications required under the provisions of this Agreement shall be in writing (including facsimile transmissions) and shall be sent by hand, registered or certified mail return receipt requested, by overnight courier service maintaining records of receipt, or by facsimile transmission with confirmation in writing mailed first-class, in all cases with charges pre-paid. All notices shall be addressed as follows:

If to PRCSL or the Schools and Libraries:

Puerto Rico Consortium of Schools  
and Libraries  
Attention: Dr. Moises Velazquez  
P.O. Box 1629  
Mayaguez, PR 00681  
Telecopy: (787) 265-4044



If to HITN/DLS:

HITN  
Attention: Jose Rodriguez  
449 Broadway, 3<sup>rd</sup> Floor  
New York, NY 10013  
Telecopy: (212) 966-5725

21. The Schedules attached to this Agreement are an integral part hereof, and are hereby made a part of this Agreement.


22. This Agreement, the Schedules attached hereto and other documents, agreements, and amendments executed by the parties contemporaneously herewith or subsequent hereto constitute the entire agreement of the parties and supersede all prior understandings and agreements, written or oral, between the parties relating to the subject matter hereof.

IN WITNESS WHEREOF, the parties have executed this MASTER SERVICES AGREEMENT by their duly authorized representatives:

**ACCEPTED BY:**

HITN/DLS

PUERTO RICO CONSORTIUM  
OF SCHOOLS AND LIBRARIES

  
\_\_\_\_\_  
Jose Luis Rodriguez,  
President, HITN

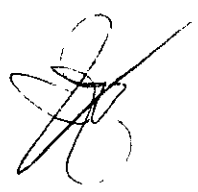
\_\_\_\_\_  
Dr. Moises Velazquez,  
Representative of the  
Consortium

DATED: January 24, 1998

DATED: \_\_\_\_\_

\_\_\_\_\_  
Robert Kelly,  
DLS

DATED: \_\_\_\_\_



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Jose Luis Rodriguez,  
President, HITN

\_\_\_\_\_  
Dr. Moises Velazquez,  
Representative of the  
Consortium

DATED: \_\_\_\_\_

DATED: \_\_\_\_\_

Robert Kelly  
Robert Kelly,  
DLS

DATED: 1/29/98



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Moises Velazquez  
Dr. Moises Velazquez,  
Representative of the  
Consortium

DATED: \_\_\_\_\_

DATED: 1/29/98

Robert Kelly,  
DLS

DATED: \_\_\_\_\_

**EXHIBIT C**

**APPLICANT FORM 471 (EXCERPTS)**

**BIBLIOTECA PUBLICA LOIZA**

**ENTITY NO. 199651**

Entity Number <u>199651</u>	Applicant's Form Identifier <u>BN5-019</u>
Contact Person <u>Inés O'Neill</u>	Phone Number <u>(787) 501-5663</u>

## Block 5: Discount Funding Request(s)

Block 5, page 1 of 6

Instructions: Use one Block 5 page for EACH service (Funding Request Number) for which you are requesting discounts  
 Make as many copies of this page as necessary, and number the completed pages to assure that they are all processed correctly

FRN # \_\_\_\_\_ (to be assigned by administrator)

<b>11 Category of Service</b> (only ONE category should be checked) <input type="radio"/> Telecommunications Service <input type="radio"/> Internet Access <input checked="" type="radio"/> Internal Connections	<b>15 Contract Number</b> (if available, use "T" if tariffed services, "MTM" if month-to-month services as described in Instructions) <span style="float: right;">One Time</span> <b>16 Billing Account Number</b> (e.g., billed telephone number) <span style="float: right;">N/A</span>
<b>12 Form 470 Application Number</b> (15 digits) <span style="float: right;">324940000382510</span>	<b>17 Allowable Vendor Selection/Contract Date</b> (mm/dd/yyyy) (based on Form 470 filing) <span style="float: right;">12/20/2001</span>
<b>13 SPIN - Service Provider Identification Number</b> (9 digits) <span style="float: right;">143006644</span> Hispanic Information &	<b>18 Contract Award Date</b> (mm/dd/yyyy) <span style="float: right;">12/20/2001</span> <b>19a Service Start Date</b> (mm/dd/yyyy) <span style="float: right;">07/01/2002</span> <b>19b Service End Date</b> (mm/dd/yyyy) (use only for "T" or "MTM" services) <span style="float: right;">06/30/2003</span>
<b>14 Service Provider Name</b> <span style="float: right;">Telecommunications Network, Inc</span>	<b>20 Contract Expiration Date</b> (mm/dd/yyyy) <span style="float: right;">06/30/2003</span>
<b>21 Description of This Service:</b> You MUST attach a description of the service, including a breakdown of components and costs, plus any relevant brand names. Label this description with an Attachment #, and note number in space provided below. Attachment # <u>HITN 5 Phase 1</u>	
<b>22 Entity/Entities Receiving This Service:</b> a. If the service is site-specific (provided to one site and not shared by others), list the Entity Number of the entity from Block 4 receiving this service. <u>199651</u> b. If the service is shared by all entities on a Block 4 worksheet, list the worksheet number (e.g., A-1) _____	

23 Calculations										
Recurring Charges					Non-Recurring Charges			Total Charges		
A	B	C	D	E	F	G	H	I	J	K
Monthly \$ charges (total amount per month for service)	How much of the \$ amount in (A) is ineligible?	Eligible monthly pre-discount amount (A minus B)	# of months service provided in program year	Annual pre-discount \$ amount for eligible recurring charges (C x D)	Annual non-recurring (one-time) \$ charges	How much of the \$ amount in (F) is ineligible?	Annual eligible pre-discount \$ amount for one-time charges (F minus G)	Total program year pre-discount \$ amount (E + H)	% discount (from Block 4 Worksheet)	Funding Commitment \$ Request (I x J)
\$400.00	\$ 00.00	\$400.00	12	\$4,800.00	\$24,062.50	\$ 00.00	\$24,062.50	\$28,862.50	90%	\$25,976.25

Entity Number <u>199651</u>	Applicant's Form Identifier <u>BN5-019</u>
Contact Person <u>Inés O'Neill</u>	Phone Number <u>(787) 501-5663</u>

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Block 5, page 2 of 6

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## Block 5: Discount Funding Request(s)

Block 5, page 3 of 6

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\$ 00.00	\$ 00.00	\$ 00.00	00	\$ 00.00	\$3,125.00	\$ 00.00	\$3,125.00	\$3,125.00	90%	\$2,812.50

Entity Number <u>199651</u>	Applicant's Form Identifier <u>BNS-019</u>
Contact Person <u>Inés O'Neill</u>	Phone Number <u>(787) 501-5663</u>

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Block 5, page 4 of 6

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A	B	C	D	E	F	G	H	I	J	K
Monthly \$ charges (total amount per month for service)	How much of the \$ amount in (A) is ineligible?	Eligible monthly pre-discount amount (A minus B)	# of months service provided in program year	Annual pre-discount \$ amount for eligible recurring charges (C x D)	Annual non-recurring (one-time) \$ charges	How much of the \$ amount in (F) is ineligible?	Annual eligible pre-discount \$ amount for one-time charges (F minus G)	Total program year pre-discount \$ amount (E + H)	% discount (from Block 4 Worksheet)	Funding Commitment \$ Request (I x J)
\$2,925.00	\$ 00.00	\$2,925.00	12	\$35,100.00	\$3,000.00	\$ 00.00	\$3,000.00	\$38,100.00	90%	\$34,290.00

Entity Number <u>199651</u>	Applicant's Form Identifier <u>BN5-019</u>
Contact Person <u>Inés O'Neill</u>	Phone Number <u>(787) 501-5663</u>

## Block 5: Discount Funding Request(s)

Block 5, page 5 of 6

**Instructions:** Use one Block 5 page for EACH service (Funding Request Number) for which you are requesting discounts. Make as many copies of this page as necessary, and number the completed pages to assure that they are all processed correctly.

FRN # \_\_\_\_\_ (to be assigned by administrator)

<b>11 Category of Service</b> (only ONE category should be checked) <input checked="" type="radio"/> Telecommunications Service <input type="radio"/> Internet Access <input type="radio"/> Internal Connections	<b>15 Contract Number</b> (if available, use "T" if tariffed services "MTM" if month-to-month services as described in Instructions) <span style="float: right;">MTM</span>																																												
	<b>16 Billing Account Number</b> (e.g., billed telephone number) <span style="float: right;">N/A</span>																																												
<b>12 Form 470 Application Number</b> (15 digits) <u>324940000382510</u>	<b>17 Allowable Vendor Selection/Contract Date</b> (mm/dd/yyyy) (based on Form 470 filing) <span style="float: right;">12/20/2001</span>																																												
<b>13 SPIN - Service Provider Identification Number</b> (9 digits) <u>143006644</u>	<b>18 Contract Award Date</b> (mm/dd/yyyy) <span style="float: right;">12/20/2001</span>																																												
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<b>23 Calculations</b> <table border="1" style="width: 100%; border-collapse: collapse; text-align: center;"> <thead> <tr> <th colspan="5">Recurring Charges</th> <th colspan="3">Non-Recurring Charges</th> <th colspan="3">Total Charges</th> </tr> <tr> <th>A</th> <th>B</th> <th>C</th> <th>D</th> <th>E</th> <th>F</th> <th>G</th> <th>H</th> <th>I</th> <th>J</th> <th>K</th> </tr> </thead> <tbody> <tr> <td style="text-align: left;">Monthly \$ charges (total amount per month for service)</td> <td style="text-align: left;">How much of the \$ amount in (A) is ineligible?</td> <td style="text-align: left;">Eligible monthly pre-discount amount (A minus B)</td> <td style="text-align: left;"># of months service provided in program year</td> <td style="text-align: left;">Annual pre-discount \$ amount for eligible recurring charges (C x D)</td> <td style="text-align: left;">Annual non-recurring (one-time) \$ charges</td> <td style="text-align: left;">How much of the \$ amount in (F) is ineligible?</td> <td style="text-align: left;">Annual eligible pre-discount \$ amount for one-time charges (F minus G)</td> <td style="text-align: left;">Total program year pre-discount \$ amount (E + H)</td> <td style="text-align: left;">% discount (from Block 4 Worksheet)</td> <td style="text-align: left;">Funding Commitment \$ Request (I x J)</td> </tr> <tr> <td>\$987.50</td> <td>\$ 00.00</td> <td>\$987.50</td> <td>12</td> <td>\$11,850.00</td> <td>\$ 4,875.00</td> <td>\$ 00.00</td> <td>\$ 4,875.00</td> <td>\$16,725.00</td> <td>90%</td> <td>\$15,052.50</td> </tr> </tbody> </table>		Recurring Charges					Non-Recurring Charges			Total Charges			A	B	C	D	E	F	G	H	I	J	K	Monthly \$ charges (total amount per month for service)	How much of the \$ amount in (A) is ineligible?	Eligible monthly pre-discount amount (A minus B)	# of months service provided in program year	Annual pre-discount \$ amount for eligible recurring charges (C x D)	Annual non-recurring (one-time) \$ charges	How much of the \$ amount in (F) is ineligible?	Annual eligible pre-discount \$ amount for one-time charges (F minus G)	Total program year pre-discount \$ amount (E + H)	% discount (from Block 4 Worksheet)	Funding Commitment \$ Request (I x J)	\$987.50	\$ 00.00	\$987.50	12	\$11,850.00	\$ 4,875.00	\$ 00.00	\$ 4,875.00	\$16,725.00	90%	\$15,052.50
Recurring Charges					Non-Recurring Charges			Total Charges																																					
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\$987.50	\$ 00.00	\$987.50	12	\$11,850.00	\$ 4,875.00	\$ 00.00	\$ 4,875.00	\$16,725.00	90%	\$15,052.50																																			

Entity Number 199651  
Contact Person Ines O'Neill

Applicant's Form Identifier BN5-019  
Phone Number (787) 501-5663

## Block 5: Discount Funding Request(s)

Block 5, page 6 of 6

Instructions: Use one Block 5 page for EACH service (Funding Request Number) for which you are requesting discounts  
Make as many copies of this page as necessary, and number the completed pages to assure that they are all processed correctly

FRN # \_\_\_\_\_ (to be assigned by administrator)

<b>11 Category of Service</b> (only ONE category should be checked) <input checked="" type="radio"/> Telecommunications Service <input type="radio"/> Internet Access <input type="radio"/> Internal Connections					<b>15 Contract Number</b> (if available, use "T" if tariffed services, "MTM" if month-to-month services as described in Instructions) <span style="float: right;">T</span>					
<b>12 Form 470 Application Number</b> (15 digits) <span style="float: right;">324940000382510</span>					<b>16 Billing Account Number</b> (e.g., billed telephone number) <span style="float: right;">N/A</span>					
<b>13 SPIN - Service Provider Identification Number</b> (9 digits) <span style="float: right;">143012431</span>					<b>17 Allowable Vendor Selection/Contract Date</b> (mm/dd/yyyy) (based on Form 470 filing) <span style="float: right;">N/A</span>					
					<b>18 Contract Award Date</b> (mm/dd/yyyy) <span style="float: right;">N/A</span>					
					<b>19a Service Start Date</b> (mm/dd/yyyy) <span style="float: right;">07/01/2002</span>					
					<b>19b Service End Date</b> (mm/dd/yyyy) (use only for "T" or "MTM" services) <span style="float: right;">06/30/2003</span>					
<b>14 Service Provider Name</b> <span style="float: right;">Puerto Rico Telephone Company</span>					<b>20 Contract Expiration Date</b> (mm/dd/yyyy) <span style="float: right;">N/A</span>					
<b>21 Description of This Service:</b> You MUST attach a description of the service, including a breakdown of components and costs, plus any relevant brand names. Label this description with an Attachment #, and note number in space provided below <b>Attachment #</b> <u>HITN 3 Phase 1</u> <span style="float: right;">N/A</span>										
<b>22 Entity/Entities Receiving This Service:</b> a. If the service is site-specific (provided to one site and not shared by others), list the Entity Number of the entity from Block 4 receiving this service <span style="float: right;">199651</span> b. If the service is shared by all entities on a Block 4 worksheet, list the worksheet number (e.g., A-1) _____										
<b>23 Calculations</b>										
<b>Recurring Charges</b>					<b>Non-Recurring Charges</b>			<b>Total Charges</b>		
<b>A</b>	<b>B</b>	<b>C</b>	<b>D</b>	<b>E</b>	<b>F</b>	<b>G</b>	<b>H</b>	<b>I</b>	<b>J</b>	<b>K</b>
Monthly \$ charges (total amount per month for service)	How much of the \$ amount in (A) is ineligible?	Eligible monthly pre-discount amount (A minus B)	# of months service provided in program year	Annual pre-discount \$ amount for eligible recurring charges (C x D)	Annual non-recurring (one-time) \$ charges	How much of the \$ amount in (F) is ineligible?	Annual eligible pre-discount \$ amount for one-time charges (F minus G)	Total program year pre-discount \$ amount (E + H)	% discount (from Block 4 Worksheet)	Funding Commitment Request (I x J)
\$200.00	\$0.00	\$200.00	12	\$2,400.00	\$0.00	\$0.00	\$0.00	\$2,400.00	90%	\$2,160.00



**Annex A**

	Yes/No	One-time Costs	Monthly Costs	Total
<b>Internal Connections</b>				
HITNet Communication Server PR-933 Pentium III Comm Server Includes 256MB SDRAM, 133 MHZ, 3 X 18 GB Hard Drive RAID 5 System 3 5" Floppy Drive, 32X CDROM, 14" monitor and operating software	Yes	\$6,100.00		\$6,100.00
HITNet File and DNS Server PR 933 Pentium III 256MB SDRAM, 133 MHZ, 3 X 18 GB Hard Drive RAID 5 System 3 5" Floppy Drive, 32X CDROM, operating software	Yes	\$5,700.00		\$5,700.00
Uninterrupted Power Supply (Smart UPS 3000)	Yes	\$2,500.00		\$2,500.00
HITNet High Speed Enhanced Wireless Router System	Yes	\$5,337.50		\$5,337.50
10/100 Mbps 24-Port Switch	Yes	\$1,525.00		\$1,525.00
<b>Library wiring</b>				
Number of CAT5 Connections 10 (\$195 per connection)	Yes	\$1,950.00		\$1,950.00
Installation & Service	Yes	\$950.00		\$950.00
On Site Maintenance & Technical Support	Yes		\$400.00	\$4,800.00
<b>Total for Internal Connections</b>		<b>\$24,062.50</b>	<b>\$400.00</b>	<b>\$28,862.50</b>
<i>Less Discount (90%) SLD Portion</i>		\$21,656.25	\$360.00	\$25,976.25
<b>Total Unsubsidized Balance Due From the Library</b>		<b>\$2,406.25</b>	<b>\$40.00</b>	<b>\$2,886.25</b>
<b>Internal Connections For Distance Learning</b>				
Distance Learning Wiring 3 Coaxial Connections (\$125 per connection)	Yes	\$375.00		\$375.00
<b>Total for Internal connections For Distance Learning</b>		<b>\$375.00</b>	<b>\$0.00</b>	<b>\$375.00</b>
<i>Less Discount (90%) SLD Portion</i>		\$337.50	\$0.00	\$337.50
<b>Total Unsubsidized Balance Due From the Library</b>		<b>\$37.50</b>	<b>\$0.00</b>	<b>\$37.50</b>
<b>Internal Connections Wireless For Internet Access</b>				
Wireless LAN (2400 Indoor Unit 2MBPS Signaling Rate)	Yes	\$3,125.00		\$3,125.00
<b>Total for Internal connections Wireless For Internet Access</b>		<b>\$3,125.00</b>	<b>\$0.00</b>	<b>\$3,125.00</b>
<i>Less Discount (90%) SLD Portion</i>		\$2,812.50	\$0.00	\$2,812.50
<b>Total Unsubsidized Balance Due From the Library</b>		<b>\$312.50</b>	<b>\$0.00</b>	<b>\$312.50</b>

HITN 5 Phase 1  
Biblioteca Publica Loiza  
Entity Number: 199651  
Applicant's Form Identifier: BN5-019

Dedicated Internet Access Services	Yes/No	One-time Costs	Monthly Costs	Total
Installation & Configuration for dedicated services per library	Yes	\$3,000.00		\$3,000.00
High Speed Internet Access for up to 2 Mbps (monthly charge)	Yes		\$3,250.00	\$39,000.00
Special Discount for the Consortium of Schools & Libraries of Puerto Rico less 10 %			\$325.00	\$3,900.00
Total for Dedicated Internet Access Services				\$38,100.00
Less Discount (90%) SLD Portion				\$34,290.00
Total Unsubsidized Balance Due From the Library				\$3,810.00

Satellite Distance Learning Telecommunications Services (See Note 1 For Description)	Yes/No	One-time Costs	Monthly Costs	Total
Distance Learning Services	Yes	\$1,150.00		\$13,800.00
Special Discount for the Consortium of Schools & Libraries of Puerto Rico less			\$287.50	\$3,450.00
Installation	Yes	\$4,875.00		\$4,875.00
On Site Maintenance & Technical Support	Yes			\$125.00
Total for Distance Learning Telecommunications Services				\$16,725.00
Less Discount (90%) SLD Portion				\$15,052.50
Total Unsubsidized Balance Due From the Library				\$1,672.50

Grand Total: Internal Connections, Internal Connections for Distance Learning, Internal connections Wireless For Internet Access, Dedicated Internet Access Services And Satellite Distance Learning Telecommunications Services	\$35,437.50	\$31,893.75	\$431.25	\$3,543.75
Less Discount (90%)	\$4,125.00	\$3,881.25	\$431.25	\$3,543.75
Grand Total Due From Library	\$31,312.50	\$28,012.50	\$0.00	\$3,299.00

(Note 1) Satellite Delivered Distance Learning Service - Satellite delivered telecommunications service, provided over a VSAT satellite-A88c network operated by HITN and licensed by the FCC as a common carrier, connecting the customer school/library with other institutions with facilities to originate distance learning services. The service provides a video communication path capable of transporting a video and associated audio signal from the originating earth station uplink point to the customer, together with a return path from the customer's School/Library capable of transporting voice and/or data communications to the earth station downlink point. Included in the service is the right to use certain on-premises equipment which is necessary to receive the service consisting of a transmit/receive dish antenna and the following equipment owned by HITN during the term service is taken

- Solid state power amplifier (SSPA) - 5 Watt for C-band
- Low noise amplifier (LNA)
- Block up/down frequency translations
- Broadband synthesizer for full satellite tuning
- Full duplex GFSK or QPSK satellite modem including L-band to baseband IF conversion
- Satellite terminal that is quick and easy to install
- Single interface cable assembly
- Standard waveguide interface

The customer school/library shall have no option to purchase the on-premises equipment which shall be maintained by HITN and returned to HITN at the end of the service term. The customer shall not use the on-premises equipment for any purpose other than the receipt of service provided by HITN. The service includes only the basic telecommunications circuit up to a maximum of 20 hours per month and does not include end user equipment or any content to be provided over the circuit.

**EXHIBIT D**

**APPLICANT FORM 471 (EXCERPTS)**

**ACADEMIA ALEXANDRA**

**ENTITY NO. 159117**

Entity Number 159117Contact Person Inés O'NeillApplicant's Form Identifier EC1-006Phone Number (787) 501-5663**Block 5: Discount Funding Request(s)**Block 5, page 1 of 6

Instructions: Use one Block 5 page for EACH service (Funding Request Number) for which you are requesting discounts

Make as many copies of this page as necessary, and number the completed pages to assure that they are all processed correctly

FRN # (to be assigned by administrator)

11 Category of Service (only ONE category should be checked) <input type="radio"/> Telecommunications Service <input type="radio"/> Internet Access <input checked="" type="radio"/> Internal Connections				15 Contract Number (if available, use "T" if tariffed services, "MTM" if month-to-month services as described in Instructions) <span style="float: right;">One Time</span>						
12 Form 470 Application Number (15 digits) <u>324940000382510</u>				16 Billing Account Number (e.g., billed telephone number) <span style="float: right;">N/A</span>						
13 SPIN - Service Provider Identification Number (9 digits) <u>143006644</u>				17 Allowable Vendor Selection/Contract Date (mm/dd/yyyy) (based on Form 470 filing) <span style="float: right;">12/20/2001</span>						
Hispanic Information & 14 Service Provider Name <u>Telecommunications Network, Inc.</u>				18 Contract Award Date (mm/dd/yyyy) <span style="float: right;">12/20/2001</span>						
				19a Service Start Date (mm/dd/yyyy) <span style="float: right;">07/01/2002</span>						
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21 Description of This Service: You MUST attach a description of the service, including a breakdown of components and costs, plus any relevant brand names. Label this description with an Attachment #, and note number in space provided below. <u>Attachment # HITN 1 Phase 5</u>				20 Contract Expiration Date (mm/dd/yyyy) <span style="float: right;">06/30/2003</span>						
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\$400.00	\$ 00.00	\$400.00	12	\$4,800.00	\$5,600.00	\$ 00.00	\$5,600.00	\$10,400.00	90%	\$9,360.00

Entity Number <u>159117</u>	Applicant's Form Identifier <u>ECT-006</u>
Contact Person <u>Inés O'Neill</u>	Phone Number <u>(787) 501-5663</u>

## Block 5: Discount Funding Request(s)

Block 5, page 2 of 6

Instructions: Use one Block 5 page for EACH service (Funding Request Number) for which you are requesting discounts

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<b>13 SPIN - Service Provider Identification Number</b> (9 digits) <u>143006644</u> Hispanic Information &	<b>18 Contract Award Date</b> (mm/dd/yyyy) <span style="float: right;">12/20/2001</span> <b>19a Service Start Date</b> (mm/dd/yyyy) <span style="float: right;">07/01/2002</span> <b>19b Service End Date</b> (mm/dd/yyyy) (use only for "T" or "MTM" services) <span style="float: right;">06/30/2003</span>
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\$ 00.00	\$ 00.00	\$ 00.00	00	\$ 00.00	\$ 625.00	\$ 00.00	\$ 625.00	\$ 625.00	90%	\$ 562.50

Entity Number <u>159117</u>	Applicant's Form Identifier <u>EC1-006</u>
Contact Person <u>Inés O'Neill</u>	Phone Number <u>(787) 501-5663</u>

## Block 5: Discount Funding Request(s)

Block 5, page 3 of 6

Instructions: Use one Block 5 page for EACH service (Funding Request Number) for which you are requesting discounts

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<b>12 Form 470 Application Number</b> (15 digits) <u>324940000382510</u>	<b>17 Allowable Vendor Selection/Contract Date</b> (mm/dd/yyyy) (based on Form 470 filing) <span style="float: right;">12/20/2001</span>
<b>13 SPIN - Service Provider Identification Number</b> (9 digits) <u>143006644</u> Hispanic Information &	<b>18 Contract Award Date</b> (mm/dd/yyyy) <span style="float: right;">12/20/2001</span> <b>19a Service Start Date</b> (mm/dd/yyyy) <span style="float: right;">07/01/2002</span> <b>19b Service End Date</b> (mm/dd/yyyy) (use only for "T" or "MTM" services) <span style="float: right;">06/30/2003</span>
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\$ 00.00	\$ 00.00	\$ 00.00	00	\$ 00.00	\$3,125.00	\$ 00.00	\$3,125.00	\$3,125.00	90%	\$2,812.50

Entity Number 159117 Applicant's Form Identifier EC1-006  
 Contact Person Inés O'Neill Phone Number (787) 501-5663

## Block 5: Discount Funding Request(s)

Block 5, page 4 of 6

Instructions: Use one Block 5 page for EACH service (Funding Request Number) for which you are requesting discounts

Make as many copies of this page as necessary, and number the completed pages to assure that they are all processed correctly

FRN # (to be assigned by administrator)

<b>11 Category of Service</b> (only ONE category should be checked) <input type="radio"/> Telecommunications Service <input checked="" type="radio"/> Internet Access <input type="radio"/> Internal Connections		<b>15 Contract Number</b> (if available, use "T" if tariffed services, "MTM" if month-to-month services as described in Instructions) <span style="float: right;">MTM</span>
<b>12 Form 470 Application Number</b> (15 digits) <u>324940000382510</u>		<b>16 Billing Account Number</b> (e.g., billed telephone number) <span style="float: right;">N/A</span>
<b>13 SPIN - Service Provider Identification Number</b> (9 digits) <u>143006644</u> Hispanic Information &		<b>17 Allowable Vendor Selection/Contract Date</b> (mm/dd/yyyy) (based on Form 470 filing) <span style="float: right;">12/20/2001</span>
<b>14 Service Provider Name</b> <u>Telecommunications Network, Inc.</u>		<b>18 Contract Award Date</b> (mm/dd/yyyy) <span style="float: right;">12/20/2001</span>
		<b>19a Service Start Date</b> (mm/dd/yyyy) <span style="float: right;">07/01/2002</span>
		<b>19b Service End Date</b> (mm/dd/yyyy) (use only for "T" or "MTM" services) <span style="float: right;">06/30/2003</span>
		<b>20 Contract Expiration Date</b> (mm/dd/yyyy) <span style="float: right;">06/30/2003</span>
<b>21 Description of This Service:</b> You MUST attach a description of the service, including a breakdown of components and costs, plus any relevant brand names. Label this description with an Attachment #, and note number in space provided below. Attachment # <u>HITN 1 Phase 5</u>		
<b>22 Entity/Entities Receiving This Service:</b> <p>a. If the service is site-specific (provided to one site and not shared by others), list the Entity Number of the entity from Block 4 receiving this service: <u>159117</u></p> <p>b. If the service is shared by all entities on a Block 4 worksheet, list the worksheet number (e.g., A-1) _____</p>		

23 Calculations					Recurring Charges			Non-Recurring Charges			Total Charges	
A	B	C	D	E	F	G	H	I	J	K		
Monthly \$ charges (total amount per month for service)	How much of the \$ amount in (A) is ineligible?	Eligible monthly pre-discount amount (A minus B)	# of months service provided in program year	Annual pre-discount \$ amount for eligible recurring charges (C x D)	Annual non-recurring (one-time) \$ charges	How much of the \$ amount in (F) is ineligible?	Annual eligible pre-discount \$ amount for one-time charges (F minus G)	Total program year pre-discount \$ amount (E + H)	% discount (from Block 4 Worksheet)	Funding Commitment \$ Request (I x J)		
\$2,925.00	\$ 00.00	\$2,925.00	12	\$35,100.00	\$ 00.00	\$ 00.00	\$ 00.00	\$35,100.00	90%	\$31,590.00		

Entity Number <u>159117</u>	Applicant's Form Identifier <u>EC1-006</u>
Contact Person <u>Inés O'Neill</u>	Phone Number <u>(787) 501-5663</u>

## Block 5: Discount Funding Request(s)

Block 5, page 5 of 6

Instructions: Use one Block 5 page for EACH service (Funding Request Number) for which you are requesting discounts

Make as many copies of this page as necessary, and number the completed pages to assure that they are all processed correctly

FRN # [REDACTED] (to be assigned by administrator)

<b>11 Category of Service</b> (only ONE category should be checked) <input checked="" type="radio"/> Telecommunications Service <input type="radio"/> Internet Access <input type="radio"/> Internal Connections	<b>15 Contract Number</b> (if available; use "T" if tariffed services, "MTM" if month-to-month services as described in Instructions) <span style="float: right;">MTM</span> <b>16 Billing Account Number</b> (e.g., billed telephone number) <span style="float: right;">N/A</span>
<b>12 Form 470 Application Number</b> (15 digits)	<b>17 Allowable Vendor Selection/Contract Date</b> (mm/dd/yyyy) (based on Form 470 filing) <span style="float: right;">12/20/2001</span>
<b>13 SPIN - Service Provider Identification Number</b> (9 digits) <span style="float: right;">143006644</span>	<b>18 Contract Award Date</b> (mm/dd/yyyy) <span style="float: right;">12/20/2001</span> <b>19a Service Start Date</b> (mm/dd/yyyy) <span style="float: right;">07/01/2002</span> <b>19b Service End Date</b> (mm/dd/yyyy) (use only for "T" or "MTM" services) <span style="float: right;">06/30/2003</span>
<b>14 Service Provider Name</b> <u>Telecommunications Network, Inc.</u>	<b>20 Contract Expiration Date</b> (mm/dd/yyyy) <span style="float: right;">06/30/2003</span>
<b>21 Description of This Service:</b> You MUST attach a description of the service, including a breakdown of components and costs, plus any relevant brand names. Label this description with an Attachment #, and note number in space provided below. Attachment # <u>HITN Phase 5</u>	
<b>22 Entity/Entities Receiving This Service:</b> a. If the service is site-specific (provided to one site and not shared by others), list the Entity Number of the entity from Block 4 receiving this service. <u>159117</u> b. If the service is shared by all entities on a Block 4 worksheet, list the worksheet number (e.g., A-1) _____	

23 Calculations					Recurring Charges			Non-Recurring Charges			Total Charges		
A	B	C	D	E	F	G	H	I	J	K			
Monthly \$ charges (total amount per month for service)	How much of the \$ amount in (A) is ineligible?	Eligible monthly pre-discount amount (A minus B)	# of months service provided in program year	Annual pre-discount \$ amount for eligible recurring charges (C x D)	Annual non-recurring (one-time) \$ charges	How much of the \$ amount in (F) is ineligible?	Annual eligible pre-discount \$ amount for one-time charges (F minus G)	Total program year pre-discount \$ amount (E + H)	% discount (from Block 4 Worksheet)	Funding Commitment \$ Request (I x J)			
\$987.50	\$00.00	\$987.50	12	\$11,850.00	\$4,875.00	\$00.00	\$4,875.00	\$16,725.00	90%	\$15,052.50			



Entity Number 159117 Applicant's Form Identifier EC1-006  
 Contact Person Inés O'Neill Phone Number (787) 501-5663

# Block 5: Discount Funding Request(s)

Block 5, page 6 of 6

Instructions: Use one Block 5 page for EACH service (Funding Request Number) for which you are requesting discounts  
 Make as many copies of this page as necessary, and number the completed pages to assure that they are all processed correctly

FRN # \_\_\_\_\_ (to be assigned by administrator)

<b>11 Category of Service</b> (only ONE category should be checked) <input checked="" type="radio"/> Telecommunications Service <input type="radio"/> Internet Access <input type="radio"/> Internal Connections		<b>15 Contract Number</b> (if available, use "T" if tariffed services, "MTM" if month-to-month services as described in instructions)	T
		<b>16 Billing Account Number</b> (e.g., billed telephone number)	N/A
<b>12 Form 470 Application Number</b> (15 digits)		<b>17 Allowable Vendor Selection/Contract Date</b> (mm/dd/yyyy) (based on Form 470 filing)	N/A
<b>13 SPIN - Service Provider Identification Number</b> (9 digits) <u>143012431</u>		<b>18 Contract Award Date</b> (mm/dd/yyyy)	N/A
		<b>19a Service Start Date</b> (mm/dd/yyyy)	07/01/2002
		<b>19b Service End Date</b> (mm/dd/yyyy) (use only for "T" or "MTM" services)	06/30/2003
<b>14 Service Provider Name</b> <u>Puerto Rico Telephone Company</u>		<b>20 Contract Expiration Date</b> (mm/dd/yyyy)	N/A
<b>21 Description of This Service:</b> You MUST attach a description of the service, including a breakdown of components and costs, plus any relevant brand names. Label this description with an Attachment #, and note number in space provided below. Attachment # <u>1</u> <u>N/A</u>			
<b>22 Entity/Entities Receiving This Service:</b> a. If the service is site-specific (provided to one site and not shared by others), list the Entity Number of the entity from Block 4 receiving this service: <u>159117</u> b. If the service is shared by all entities on a Block 4 worksheet, list the worksheet number (e.g., A-1) _____			

23 Calculations					Recurring Charges			Non-Recurring Charges			Total Charges		
A	B	C	D	E	F	G	H	I	J	K			
Monthly \$ charges (total amount per month for service)	How much of the \$ amount in (A) is ineligible?	Eligible monthly pre-discount amount (A minus B)	# of months service provided in program year	Annual pre-discount \$ amount for eligible recurring charges (C x D)	Annual non-recurring (one-time) \$ charges	How much of the \$ amount in (F) is ineligible?	Annual eligible pre-discount \$ amount for one-time charges (F minus G)	Total program year pre-discount \$ amount (E + H)	% discount (from Block 4 Worksheet)	Funding Commitment \$ Request (I x J)			
\$200.00	\$00.00	\$200.00	12	\$2,400.00	\$00.00	\$00.00	\$00.00	\$2,400.00	90%	\$2,160.00			

**Annex A**

	Yes/No	One-time Costs	Monthly Costs	Total
<b>Internal Connections</b>				
Equipment to upgrade existing				
HITNet Comm Server Upgrade ( Add processor 500 MHZ and RAM Up to 1 GB)	Yes	\$1,800.00		\$1,800.00
Enhance Router Upgrade SATurbo,	Yes	\$1,350.00		\$1,350.00
UPS Upgrade Battery Replacement accessories	Yes	\$1,500.00		\$1,500.00
<b>Classroom wiring</b>				
Installation & Service	Yes	\$950.00		\$950.00
On Site Maintenance & Technical Support	Yes		\$400.00	\$4,800.00
<b>Total for Internal Connections</b>		<b>\$5,600.00</b>	<b>\$400.00</b>	<b>\$10,400.00</b>
<i>Less Discount (90%) SLD Portion</i>		<i>\$5,040.00</i>	<i>\$360.00</i>	<i>\$9,360.00</i>
<b>Total Unsubsidized Balance Due From the School</b>		<b>\$560.00</b>	<b>\$40.00</b>	<b>\$1,040.00</b>
<b>Internal Connections For Distance Learning</b>				
Distance Learning Wiring 5 Coaxial Connections (\$125 per connection)	Yes	\$625.00		\$625.00
<b>Total for Internal connections For Distance Learning</b>		<b>\$625.00</b>	<b>\$0.00</b>	<b>\$625.00</b>
<i>Less Discount (90%) SLD Portion</i>		<i>\$562.50</i>	<i>\$0.00</i>	<i>\$562.50</i>
<b>Total Unsubsidized Balance Due From the School</b>		<b>\$62.50</b>	<b>\$0.00</b>	<b>\$62.50</b>
<b>Internal Connections Wireless For Internet Access</b>				
Wireless LAN (2400 Indoor Unit 2MBPS Signaling Rate)	Yes	\$3,125.00		\$3,125.00
<b>Total for Internal connections Wireless For Internet Access</b>		<b>\$3,125.00</b>	<b>\$0.00</b>	<b>\$3,125.00</b>
<i>Less Discount (90%) SLD Portion</i>		<i>\$2,812.50</i>	<i>\$0.00</i>	<i>\$2,812.50</i>
<b>Total Unsubsidized Balance Due From the School</b>		<b>\$312.50</b>	<b>\$0.00</b>	<b>\$312.50</b>

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 Academia Alexandra  
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 Applicant's Form Identifier: EC1-006

	Yes/No	One-time Costs	Monthly Costs	Total
<b>Dedicated Internet Access Services</b>				
High Speed Internet Access for up to 2 Mbps (monthly charge)	Yes		\$3,250.00	\$39,000
Special Discount for the Consortium of Schools & Libraries of Puerto Rico less 10 %			\$325.00	\$3,175
<b>Total for Dedicated Internet Access Services</b>		<b>\$0.00</b>	<b>\$2,925.00</b>	<b>\$35,175</b>
Less Discount (90%) SLD Portion		\$0.00	\$2,632.50	\$31,542.50
<b>Total Unsubsidized Balance Due From the School</b>		<b>\$0.00</b>	<b>\$292.50</b>	<b>\$3,635</b>
<b>Satellite Distance Learning Telecommunications Services (See Note 1 For Description)</b>				
Distance Learning Services	Yes		\$1,150.00	\$13,800
Special Discount for the Consortium of Schools & Libraries of Puerto Rico less			\$287.50	\$3,450
Installation	Yes	\$4,875.00		\$4,875
On Site Maintenance & Technical Support	Yes		\$125.00	\$1,500
<b>Total for Distance Learning Telecommunications Services</b>		<b>\$4,875.00</b>	<b>\$987.50</b>	<b>\$16,725</b>
Less Discount (90%) SLD Portion		\$4,387.50	\$888.75	\$15,000
<b>Total Unsubsidized Balance Due From the School</b>		<b>\$487.50</b>	<b>\$98.75</b>	<b>\$1,676.25</b>
<b>Grand Total: Internal Connections, Internal Connections for Distance Learning, Internal connections Wireless For Internet Access, Dedicated Internet Access Services and Satellite Distance Learning Telecommunications Services</b>		<b>\$14,225.00</b>	<b>\$4,312.50</b>	<b>\$65,975</b>
Less Discount (90%)		<b>\$12,802.50</b>	<b>\$3,881.25</b>	<b>\$59,372.50</b>
<b>Grand Total Due From School</b>		<b>\$1,422.50</b>	<b>\$431.25</b>	<b>\$6,597</b>

(Note 1) Satellite Delivered Distance Learning Service - Satellite delivered telecommunications service, provided over a VSAT satellite network operated by HITN and licensed to FCC as a common carrier, connecting the customer school/library with other institutions with facilities to originate distance learning services. The service provides a communication path capable of transporting a video and associated audio signal from the originating earth station uplink point to the customer, together with a return path from customers School/library capable of transporting voice and/or data communications to the earth station downlink point. Included in the service is the right to use certain on-premises equipment which is necessary to receive the service consisting of a transmit/ receive dish antenna and the following equipment owned by HITN during the term service is taken

Solid state power amplifier (SSPA) - 5 Watt for C-band  
 Low noise amplifier (LNA)  
 Block up/down frequency translations  
 Broadband synthesizer for full satellite tuning  
 Full duplex BPSK or QPSK satellite modem including L-band to baseband IF conversion  
 Satellite terminal that is quick and easy to install  
 Single interface cable assembly  
 Standard waveguide interface

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The customer school/library shall have no option to purchase the on-premises equipment which shall be maintained by HITN and returned to HITN at the end of the service term. The customer shall not use the on-premises equipment for any purpose other than the receipt of service provided by HITN. The service includes only the basic telecommunications circuit to a maximum of 20 hours per month and does not include end user equipment or any content to be provided over the circuit.